

IN THE UNITED STATES BANKRUPTCY COURT  
FOR THE DISTRICT OF DELAWARE

In re	)	Chapter 11
	)	
W.R. Grace & Co., <i>et al.</i> ,	)	Case No. 01-01139 (JKF)
	)	(Jointly Administered)
	)	
Debtors.	)	
	)	

**SUPPLEMENTAL AFFIDAVIT OF SCOTT L. BAENA**

STATE OF FLORIDA        )  
                                  ) SS  
COUNTY OF MIAMI-DADE)

BEFORE ME, the undersigned authority, personally appeared Scott L. Baena, who, after being duly sworn, states as follows:

1. I am a partner in the law firm Bilzin Sumberg Baena Price & Axelrod LLP ("**Bilzin**"), which firm maintains offices at 200 South Biscayne Boulevard, Suite 2500, Miami, Florida 33131. I am familiar with the matters set forth herein and make this supplemental declaration in support of the continued employment of Bilzin as Counsel to the Official Committee of Asbestos Property Damage Claimants (the "**PD Committee**").

2. On April 12, 2001, the United States Trustee formed the PD Committee.

3. On May 22, 2001, the PD Committee filed an application to employ Bilzin as counsel (C.P. No. 298) together with the Affidavit of Scott L. Baena (the "**Affidavit**"). By order dated June 21, 2001 (the "**Retention Order**"), the Court authorized the PD Committee to retain Bilzin to represent the PD Committee in the Consolidated Cases.

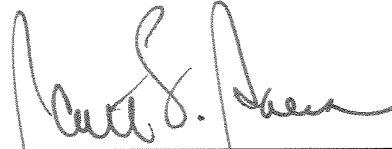
4. On June 14, 2004, I supplemented the Affidavit to disclose the hiring of lateral associates (C.P. No. 5811).

5. On October 21, 2004, I supplemented the Affidavit to disclose Bilzin's relationship with Elliot International, L.P. and Elliot Associates L.P. (C.P. No. 6701).

6. On May 13, 2005, I supplemented the Affidavit to disclose that a partner who represents certain insurers of the Debtors in matters wholly unrelated to the Debtors' bankruptcy cases was joining Bilzin (C.P. 8436).

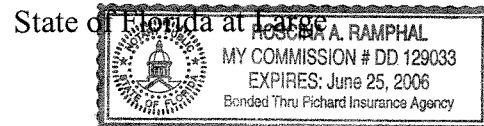
7. As required by Rule 2014 of the Federal Rules for Bankruptcy Procedure, I hereby supplement the disclosures contained in the Affidavit to disclose that an attorney will become Of Counsel to Bilzin who has represented Bank of New York in matters wholly unrelated to these bankruptcy cases or the matters in which Bilzin is representing the PD Committee. The attorney will not provide future legal services to Bank of New York in relation to (1) the Debtors, or (2) asbestos-related matters.

FURTHER AFFIANT SAYETH NAUGHT.

  
SCOTT L. BAENA

The foregoing instrument was acknowledged, sworn to and subscribed before me this 13 day of September, 2005 by Scott L. Baena who is personally known/has provided identification.

  
NOTARY PUBLIC



My Commission Expires: